

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)

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**ORDER PURSUANT TO SECTIONS 328 AND 1103 OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 2014,
AUTHORIZING THE OFFICIAL COMMITTEE OF
EQUITY SECURITY HOLDERS TO RETAIN AND
EMPLOY FRIED, FRANK, HARRIS, SHRIVER &
JACOBSON LLP AS COUNSEL *NUNC PRO TUNC* TO MAY
8, 2006**

Upon the expedited application (the “Application”) of the duly appointed official committee of equity security holders (the “Equity Committee”) of Delphi Corporation (“Delphi”) and the other above-captioned debtors (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), for an order pursuant to sections 328 and 1103 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the Equity Committee to retain and employ the law firm of Fried, Frank, Harris, Shriver & Jacobson LLP (“Fried Frank”) to represent the Equity Committee as counsel in the Chapter 11 Cases *nunc pro tunc* to May 8, 2006;

And upon the declaration of Bonnie Steingart, a member of the firm of Fried Frank;

And it appearing that this Court has jurisdiction over the Application pursuant to 28 U.S.C. § 1334, and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2);

And this Court being satisfied that: (i) Fried Frank does not hold or represent an interest adverse to the Equity Committee, the official committee of unsecured creditors, the

Debtors, their estates or their creditors; (ii) Fried Frank is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code as used in Section 328(c) of the Bankruptcy Code; (iii) Fried Frank is eligible for employment as counsel for the Equity Committee; and (iv) the employment and retention of Fried Frank is necessary and in the best interests of the Equity Committee, the Debtors, their estates, and their creditors;

And notice of the Application having been given to in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures entered by this Court on March 17, 2006 (Docket No. 2883);

And it appearing that no other or further notice of the Application need be given;

And good and sufficient cause appearing therefor, it is

ORDERED that, pursuant to sections 328 and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014, the Equity Committee be, and it hereby is, authorized and empowered to retain and employ Fried Frank as counsel *nunc pro tunc* to May 8, 2006 for the remainder of the Chapter 11 Cases or until such time as the Equity Committee is disbanded; and it is further

ORDERED that the compensation to be paid to Fried Frank for services to be rendered to the Equity Committee plus reimbursement of disbursements incurred in connection with such representation shall be determined by this Court upon appropriate application therefor in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, applicable Local Bankruptcy Rules, any and all orders of the Court, and any applicable regulations and orders with respect to the foregoing that may be applicable to this Case, and it is further

ORDERED that any and all further notice of the relief granted by this Order be, and it hereby is, dispensed with and waived.

Dated: New York, New York
_____, 2006

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

NO OBJECTION:

UNITED STATES TRUSTEE

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